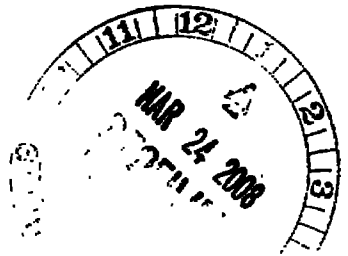


RECORDATION NO. 27420 FILED

MAR 24 '08

3-42 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

March 20, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement, dated February 14, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: New Brunswick Southern Railway Co. Ltd.
11 Gifford Road
St. John, NB E2M 4X7
Canada

A description of the railroad equipment covered by the enclosed document is twenty nine (29) 50' 6" Plate "F" boxcars with NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne
Rail Documentation Specialist

Enclosures
(NBSR003)

ASSGN. NO. NBSR003

MAR 24 '08

3-42 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 14th day of February, 2008, by and between FIRST UNION RAIL CORPORATION ("Lessor"), a North Carolina corporation, and NEW BRUNSWICK SOUTHERN RAILWAY COMPANY LIMITED ("Lessee"), a New Brunswick corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 1, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of Jan. 1, 2008 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: Vice President, Sales & MarketingTitle: Richard F. SeymourBy: Susan GrokulskaName: SUSAN GROKULSKY
ASST. DIRECTOR OFTitle: DOCUMENTATIONExecuted on this 28th day of February, 2008.

[CORPORATE SEAL]

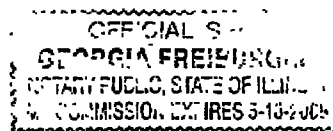
STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28th day of February, 2008.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)

LESSEE:

**NEW BRUNSWICK SOUTHERN RAILWAY
COMPANY LIMITED**

NAME: J. A. Murphy

TITLE: Vice President

SIGNATURE: [Signature]

Executed on this 14th day of February, 2008.



[CORPORATE SEAL]

PROVINCE OF New Brunswick

DISTRICT OF Saint John

I, William J. Dever, a Commissioner of Oaths of the Province and District
aforesaid, certify that John Murphy personally appeared before me this day and
acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14th day of February, 2008

[Signature]
Commissioner of Oaths

My Commission Expires: N/A

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty Nine (29).

DESCRIPTION OF CARS: 50' 6" interior length, 103-ton, 286,000 lb. GRL, Plate "F" boxcars equipped with 12' plug doors, built in 1998 by Trenton Works.

CAR NUMBERS:

NOKL 570523
NOKL 570527
NOKL 570530
NOKL 570534
NOKL 570542
NOKL 570543
NOKL 570544
NOKL 570545
NOKL 570549
NOKL 570550
NOKL 570557
NOKL 570563
NOKL 570564
NOKL 570567
NOKL 570568
NOKL 570570
NOKL 570572
NOKL 570574
NOKL 570575
NOKL 570576
NOKL 570578
NOKL 570579
NOKL 570580
NOKL 570581
NOKL 570584
NOKL 570585
NOKL 570586
NOKL 570587
NOKL 570590